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*Electronically Filed
January 29, 2007*

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE COMPANY, fka
USA Capital;
USA CAPITAL REALTY ADVISORS, LLC;
USA CAPITAL DIVERSIFIED TRUST DEED, LLC;
USA CAPITAL FIRST TRUST DEED FUND, LLC;
USA SECURITIES, LLC;

Debtors.

) CASE NO. BK-S-06-10725 LBR
) CASE NO. BK-S-06-10726 LBR
) CASE NO. BK-S-06-10727 LBR
) CASE NO. BK-S-06-10728 LBR
) CASE NO. BK-S-06-10729 LBR

) Chapter 11

) Jointly Administered Under
) Case No. BK-S-06-10725 LBR

☒ Affects All Debtors.

DESIGNATION OF LOCAL COUNSEL AND CONSENT THERETO

The undersigned, attorney of record for WESTERN UNITED LIFE ASSURANCE
COMPANY and CROSS DEVELOPMENT/MONTGOMERY, LP, the
interested parties, herein, has submitted to the Court a "Verified Petition for
Permission to Practice in this Case Only." Not being admitted to the bar of this Court, and not
maintaining an office in the District of Nevada for the practice of law, (s)he believes it to be in the best
interests of the client(s) to designate Nile Leatham, Esq. attorney at law, member of the State Bar of
Nevada and previously admitted to practice before the above-entitled Court, as associate local counsel
in this action. The address of said designated Nevada Counsel is:

Nile Leatham, Esq., NV Bar No. 002838; KOLESAR & LEATHAM, CHTD.

3320 West Sahara Avenue; Suite 380, Las Vegas, NV 89101; 702-362-7800; Fax 702-362-9472
(Bar Code #, Street, City, Zip Code and telephone number)

By this designation the undersigned attorneys and party(ies) agree that all documents and other papers issued out of this Court in the above-entitled case may be served on the designated local counsel. Further, said local counsel shall be responsible for providing copies of the same to the co-counsel. Further, this designation constitutes agreement and authorization by the undersigned for the designated local counsel to sign stipulations binding on all of us. The time for performing any act under applicable Rule shall run from the date of service on the local counsel.

FULBRIGHT & JAWORSKI L.L.P.



MICHAEL W. ANGLIN, Attorney at Law

Counsel for WESTERN UNITED LIFE ASSURANCE
COMPANY AND CROSS DEVELOPMENT/
MONTGOMERY, LP

CONSENT OF DESIGNATED NEVADA COUNSEL

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that (s)he is responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that (s)he is responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

/s/ Nile Leatham, Esq.

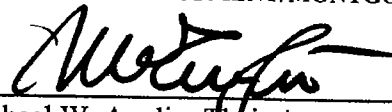
Designated Nevada Counsel

APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned party(ies) appoint(s) Nile Leatham, Esq.

as its Designated Nevada Counsel in this Case.

**WESTERN UNITED LIFE ASSURANCE COMPANY
AND CROSS DEVELOPMENT/MONTGOMERY, LP**

By 
Michael W. Anglin, Their Attorney